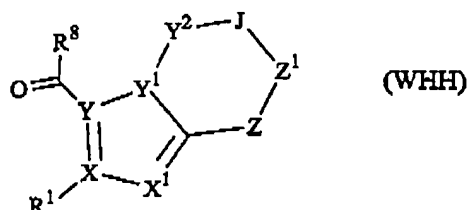


This listing of claims will replace all prior versions and listings of claims in the application.

1. (Previously presented) A compound of Formula (WHH)



wherein

$R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,  $C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;  
 $R^8$  is  $O-C_{1-4}$ alkyl,  $-N(CH_3)(OCH_3)$ ;

X is C;

Y is C;

$X^1$  is N;

$Y^1$  is N;

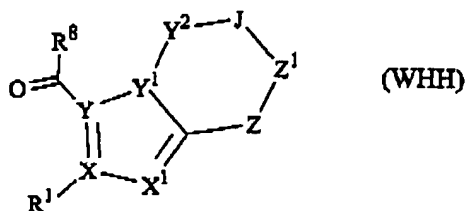
$Y^2$  is  $CH_2$ ;

J is  $CH_2$  or a bond;

$Z^1$  is  $CH_2$  or  $C(O)$ ; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-6}$ thioalkyl,  $C_{1-4}$ haloalkyl, halogen,  $N(C_{1-4}alkyl)_2$  and CN.

2. (Previously presented) A process for preparing a compound of Formula (WHH)



wherein

$R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,

$C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;

$R^8$  is  $O-C_{1-4}$ alkyl,  $-N(CH_3)(OCH_3)$ ;

X is C;

Y is C;

$X^1$  is N;

$Y^1$  is N;

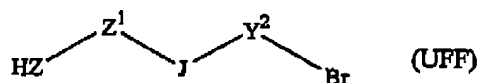
$Y^2$  is  $CH_2$ ;

J is  $CH_2$  or a bond;

$Z^1$  is  $CH_2$  or  $C(O)$ ; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-6}$ thioalkyl,  $C_{1-4}$ haloalkyl, halogen,  $N(C_{1-4}alkyl)_2$  and CN;

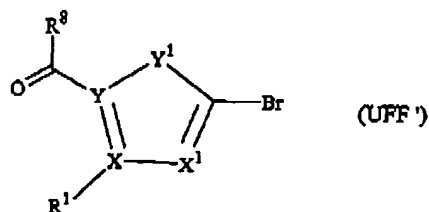
comprising reacting a compound of Formula (UFF)



wherein

Z,  $Z^1$ , J and  $Y^2$  are defined as for Formula (WHH);

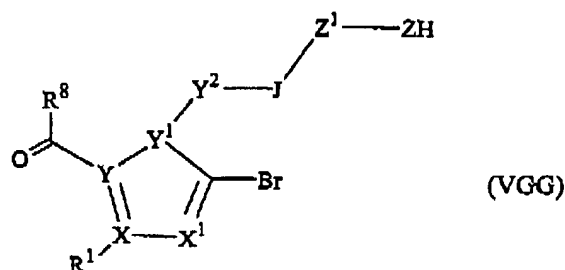
with a compound of Formula (UFF')



wherein

$R^1$ ,  $R^8$ , X, Y,  $X^1$  and  $Y^1$  are defined as for Formula (WHH);

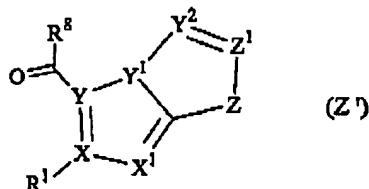
in the presence of a suitable base and polar aprotic solvent to yield a compound of Formula (VGG)



wherein

$R^1$ ,  $R^8$ , X, Y,  $X^1$ ,  $Y^1$ ,  $Y^2$ , J,  $Z^1$  and Z are defined as for Formula (WHH); and reacting said compound of Formula (VGG) with a high-boiling point polar aprotic solvent and a suitable silver salt under suitably high temperature.

3. (Previously Presented) A compound of Formula (Z')



wherein

$R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,  $C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;  
 $R^8$  is  $O-C_{1-4}$ alkyl,  $-N(CH_3)(OCH_3)$ ;

X is C;

Y is C;

$X^1$  is N;

$Y^1$  is N;

$Y^2$  is CH or  $CR^5$ ;

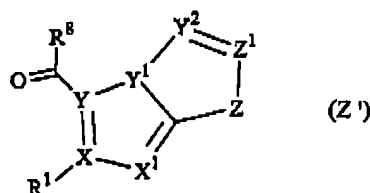
$R^5$  is selected from the group consisting of -CN,  $-C_{1-4}alk(en)ylene-$  CN, halo,  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{3-6}$ alkynyl,  $C_{1-6}$  haloalkyl, aryl,  $-C_{1-4}alk(en)ylene-aryl$ ,  $-C_{1-4}alk(en)ylene-heterocyclo$ , heterocyclo,  $-C_{1-4}alk(en)ylene-amino$ ,  $-C_{1-4}alkylene-amino-C_{1-4}alkyl$ , aryl-

amino, -amino-(C<sub>1-6</sub> alk(en)yl)<sub>1-2</sub>, -amino-aryl, -amino-heterocyclo,  
C<sub>1-6</sub>alkoxy, -O-aryl and -O-heterocyclo;

Z<sup>1</sup> is C(O); and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>1-6</sub>thioalkyl, C<sub>1-4</sub>haloalkyl, halogen, N(C<sub>1-4</sub>alkyl)<sub>2</sub> and CN.

4. (Previously presented) A process for preparing a compound of Formula (Z')



wherein

R<sup>1</sup> is H, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>haloalkyl, C<sub>1-6</sub>alkoxy, C<sub>1-6</sub>thioalkyl, cyano, halo, C<sub>3-7</sub>cycloalkyl, -C<sub>1-6</sub>alkylene-C<sub>3-7</sub>cycloalkyl, C<sub>2-6</sub>alkenyl or C<sub>3-6</sub>alkynyl;  
R<sup>8</sup> is O-C<sub>1-4</sub>alkyl, -N(CH<sub>3</sub>)(OCH<sub>3</sub>);

X is C;

Y is C;

X<sup>1</sup> is N;

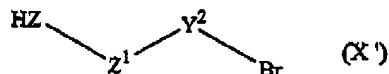
Y<sup>1</sup> is N;

Y<sup>2</sup> is CH or CR<sup>5</sup>;

R<sup>5</sup> is selected from the group consisting of -CN, -C<sub>1-4</sub>alk(en)ylene-CN, halo, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>alkynyl, C<sub>1-6</sub> haloalkyl, aryl, -C<sub>1-4</sub>alk(en)ylene-aryl, -C<sub>1-4</sub>alk(en)ylene-heterocyclo, heterocyclo, -C<sub>1-4</sub>alk(en)ylene- amino, -C<sub>1-4</sub> alkylene-amino-C<sub>1-4</sub>alkyl, aryl-amino, -amino-(C<sub>1-6</sub> alk(en)yl)<sub>1-2</sub>, -amino-aryl, -amino-heterocyclo, C<sub>1-6</sub>alkoxy, -O-aryl and -O-heterocyclo;

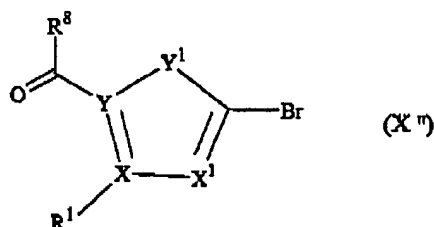
Z<sup>1</sup> is C(O); and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>1-6</sub>thioalkyl, C<sub>1-4</sub>haloalkyl, halogen, N(C<sub>1-4</sub>alkyl)<sub>2</sub> and CN;  
comprising reacting a compound of Formula (X')



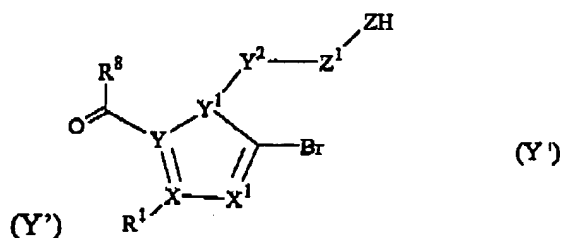
wherein

Z, Z<sup>1</sup> and Y<sup>2</sup> are defined as for Formula (Z');  
with a compound of Formula (X'')



wherein

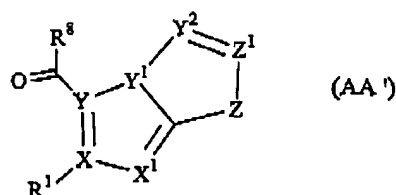
R<sup>1</sup>, R<sup>8</sup>, X, Y, X<sup>1</sup> and Y<sup>1</sup> are defined as for Formula (Z');  
in the presence of a suitable base and polar aprotic solvent to yield a compound of Formula



wherein

R<sup>1</sup>, R<sup>8</sup>, X, Y, X<sup>1</sup>, Y<sup>1</sup>, Y<sup>2</sup>, Z<sup>1</sup> and Z are defined as for Formula (Z');  
and reacting said compound of Formula (Y') with a high-boiling point polar aprotic solvent and a suitable silver salt under suitably high temperature.

5. (Previously Presented) A compound of Formula (AA')



wherein

$R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,  $C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;

$R^8$  is  $O-C_{1-4}$ alkyl,  $-N(CH_3)(OCH_3)$ ;

X is C;

Y is C;

$X^1$  is N;

$Y^1$  is N;

$Y^2$  is CH or  $CR^5$ ;

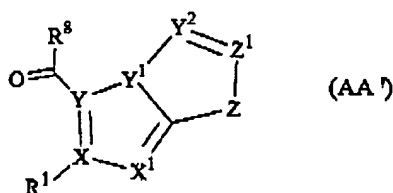
$R^5$  is selected from the group consisting of  $-CN$ ,  $-C_{1-4}alk(en)ylene-CN$ , halo,  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{3-6}$ alkynyl,  $C_{1-6}$  haloalkyl, aryl,  $-C_{1-4}alk(en)ylene-aryl$ ,  $-C_{1-4}alk(en)ylene-heterocyclo$ , heterocyclo,  $-C_{1-4}alk(en)ylene-amino$ ,  $-C_{1-4}alkylene-amino-C_{1-4}alkyl$ , aryl-amino,  $-amino-(C_{1-6}alk(en)yl)_{1-2}$ ,  $-amino-aryl$ ,  $-amino-heterocyclo$ ,  $C_{1-6}$ alkoxy,  $-O-aryl$  and  $-O-heterocyclo$ ;

$Z^1$  is  $CR^7$ ;

wherein  $R^7$  is chloro or bromo; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-6}$ thioalkyl,  $C_{1-4}$  haloalkyl, halogen,  $N(C_{1-4}alkyl)_2$  and CN.

6. (Previously Presented) A process for preparing a compound of Formula (AA')



wherein

R<sup>1</sup> is H, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>haloalkyl, C<sub>1-6</sub>alkoxy, C<sub>1-6</sub>thioalkyl, cyano, halo, C<sub>3-7</sub>cycloalkyl, -C<sub>1-6</sub>alkylene-C<sub>3-7</sub>cycloalkyl, C<sub>2-6</sub>alkenyl or C<sub>3-6</sub>alkynyl;

R<sup>8</sup> is O-C<sub>1-4</sub>alkyl, -N(CH<sub>3</sub>)(OCH<sub>3</sub>);

X is C;

Y is C;

X' is N;

Y' is N;

Y<sup>2</sup> is CH or CR<sup>5</sup>;

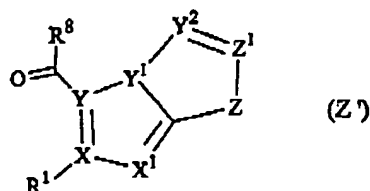
R<sup>5</sup> is selected from the group consisting of -CN, -C<sub>1-4</sub>alk(en)ylene-CN, halo, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>alkynyl, C<sub>1-6</sub>haloalkyl, aryl, -C<sub>1-4</sub>alk(en)ylene-aryl, -C<sub>1-4</sub>alk(en)ylene-heterocyclo, heterocyclo, C<sub>1-4</sub>alk(en)ylene-amino, -C<sub>1-4</sub>alkylene-amino-C<sub>1-4</sub>alkyl, aryl-amino, -amino-(C<sub>1-6</sub>alk(en)yl)<sub>1-2</sub>, -amino-aryl, -amino-heterocyclo, C<sub>1-6</sub>alkoxy, -O-aryl and -O-heterocyclo;

Z<sup>1</sup> is CR<sup>7</sup>;

wherein R<sup>7</sup> is chloro or bromo; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>1-6</sub>thioalkyl, C<sub>1-6</sub>haloalkyl, halogen, N(C<sub>1-4</sub>alkyl)<sub>2</sub> and CN;

comprising reacting a compound of Formula (Z')



wherein

$R^1$ ,  $R^3$ , X, Y,  $X^1$ ,  $Y^1$ ,  $Y^2$ , and Z are defined as for Formula (AA'); and  
 $Z^1$  is C(O);

with phosphoryl trichloride or phosphoryl tribromide, neat or with a suitable solvent and without a base or with a suitable base.